

Presentment Date & Time: June 17, 2019 at 10:00 a.m. (Eastern Time)

Objection Deadline: June 14, 2019 at 4:00 p.m. (Eastern Time)

Hearing Date & Time (Only if Objection Filed): To be Scheduled

WEIL, GOTSHAL & MANGES LLP

767 Fifth Avenue

New York, New York 10153

Telephone: (212) 310-8000

Facsimile: (212) 310-8007

Ray C. Schrock, P.C.

Jacqueline Marcus

Garrett A. Fail

Sunny Singh

Attorneys for Debtors

and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
In re	:	Chapter 11
	:	
SEARS HOLDINGS CORPORATION, et al.,	:	Case No. 18-23538 (RDD)
	:	
Debtors.¹	:	(Jointly Administered)
	:	
-----X		

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a/ Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**NOTICE OF PRESENTMENT OF
STIPULATION AND ORDER CONCERNING
DEBTORS' CONTINUING USE OF CASH COLLATERAL**

PLEASE TAKE NOTICE that on **June 17, 2019 at 10:00 a.m. (Eastern Time)**, the attached Stipulation and Order Concerning Debtors' Continuing Use of Cash Collateral (the "**Stipulation**") will be presented to the Honorable Robert D. Drain, in the United States Bankruptcy Court for the Southern District of New York, located at 300 Quarropas Street, White Plains, New York 10601 (the "**Bankruptcy Court**") for approval and signature.

PLEASE TAKE FURTHER NOTICE that any responses or objections ("**Objections**") to the Stipulation shall be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, shall be filed with the Bankruptcy Court (a) by attorneys practicing in the Bankruptcy Court, including attorneys admitted *pro hac vice*, electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov), and (b) by all other parties in interest, on a CD-ROM, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and shall be served in accordance with General Order M-399 and the *Amended Order Implementing Certain Notice and Case Management Procedures*, dated October 17, 2018 (ECF No. 405), so as to be so filed and received no later than **June 14, 2019 at 4:00 p.m. (Eastern Time)** (the "**Objection Deadline**").

PLEASE TAKE FURTHER NOTICE that, if a written Objection is timely filed and served, a hearing (the "**Hearing**") will be held to consider the Stipulation before the Honorable Robert D. Drain in the Bankruptcy Court on a date to be announced.

PLEASE TAKE FURTHER NOTICE that if an Objection to the Stipulation is not received by the Objection Deadline, the Bankruptcy Court may enter an order granting the relief sought without further notice.

Dated: June 7, 2019
New York, New York

/s/ Sunny Singh
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail
Sunny Singh

*Attorneys for Debtors and
Debtors in Possession*

Proposed Stipulation and Order
Concerning Debtors' Continuing Use of Cash Collateral

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:)	Chapter 11
)	
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,)	Case No. 18-23538 (RDD)
)	
)	(Jointly Administered)
Debtors. ¹)	

**STIPULATION AND ORDER CONCERNING
DEBTORS' CONTINUING USE OF CASH COLLATERAL**

This Stipulation and Order Concerning Debtors' Continuing Use of Cash Collateral (the "Stipulation"), by and among Sears Holdings Corporation ("Sears") and its debtor affiliates, as debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the "Debtors") and Wilmington Trust, National Association, as Prepetition Second Lien 2018 Indenture Trustee² and as Prepetition Second Lien Collateral Agent ("Movant"), Cyrus Capital Partners, L.P. ("Cyrus") and ESL Investments, Inc. ("ESL"; together with Cyrus, "Joiners"; the Joiners, together with the Movant and the Debtors, the "Parties") date as of this 7th day of June, 2019.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the *Final Order (I) Authorizing the Debtors to (A) Obtain Post-Petition Financing, (B) Grant Senior Secured Priming Liens and Superpriority Administrative Expense Claims, and (C) Utilize Cash Collateral; (II) Granting Adequate Protection to the Prepetition Secured Parties; (III) Modifying the Automatic Stay; and (IV) Granting Related Relief* (the "Final DIP Order") [Dkt. No. 955].

RECITALS

WHEREAS on November 30, 2018, the Final DIP Order was entered;

WHEREAS on April 4, 2019 (the “Motion Date”), the Movant filed the *Motion of Wilmington Trust, National Association, as Indenture Trustee and Collateral Agent to Prohibit or Condition Debtors’ Continued Use of Collateral, Including Cash Collateral* (the “Motion”) [Dkt. No. 3050];

WHEREAS on April 11, 2019, Cyrus filed the *Joinder of Cyrus Capital Partners, L.P. to Motion of Wilmington Trust, National Association, as Indenture Trustee and Collateral Agent to Prohibit or Condition Debtors’ Continued Use of Collateral, Including Cash Collateral* (the “Cyrus Joinder”) [Dkt. No. 3142];

WHEREAS on April 11, 2019, ESL filed the *Joinder of ESL Investments, Inc. to Motion of Wilmington Trust, National Association, as Indenture Trustee and Collateral Agent to Prohibit or Condition Debtors’ Continued Use of Collateral, Including Cash Collateral* (the “ESL Joinder”) [Dkt. No. 3134];

WHEREAS on April 15, 2019 the Debtors filed the *Debtors’ Objection to Motion of Wilmington Trust, National Association as Indenture Trustee and Collateral Agent to Prohibit or Condition Debtors’ Continued Use of Collateral, Including Cash Collateral* (the “Objection”) [Dkt. No. 3198] in response to the Motion;

WHEREAS on April 17, 2019, the Movant filed the *Reply in Further Support of the Motion of Wilmington Trust, National Association, as Indenture Trustee and Collateral Agent to Prohibit or Condition Debtors’ Continued Use of Collateral, Including Cash Collateral* (the “Reply”) [Dkt. No. 3267];

WHEREAS a hearing on the Motion was held before the United States Bankruptcy Court for the Southern District of New York (the “Court”) on April 18, 2019, and adjourned *sine die*; and

WHEREAS given the uncertainties, burden, expense, and delay of litigation over the Motion, the Parties have determined that it is in their respective best interests to address the Motion on the terms and conditions set forth herein;

NOW THEREFORE, based upon the foregoing recitals, which are incorporated as though fully set forth herein, it is hereby Stipulated and Agreed, and upon Court approval it shall be ordered, as follows:

1. The Hearing on the Motion is adjourned pending a determination by the Court, or agreement among the Parties approved by the Court, in either case by final order after notice and a hearing (the “Determination”) with respect to (i) the value of the Prepetition Second Lien Adequate Protection Liens, if any and (ii) the amount of the Prepetition Second Lien Facilities Adequate Protection Claims, if any.

2. Anything in decretal paragraphs 18(d) and 23 of, or otherwise in, the Final DIP Order to the contrary notwithstanding, the Prepetition Second Lien Collateral Agent, on behalf of itself and the other Prepetition Second Lien Credit Parties, shall be granted a Prepetition Second Lien Adequate Protection Lien solely to the extent of the Interim Second Lien Diminution in Value (as defined below) on the Winddown Account if, and only if, the Court determines any Second Lien Diminution in Value has occurred between the Motion Date and the date of the Determination (the “Interim Second Lien Diminution in Value”).

3. For the period from the Motion Date through August 3, 2019 (the “Extended Budget Period”), the “Weekly Cash Flow Budget Base Case” provided by the Debtors to the Movant on June 6, 2019, and subsequently provided to Cyrus and ESL, a copy of which is

annexed hereto as **Exhibit A**, shall constitute the Approved Budget for such Extended Budget Period; provided, that the Approved budget for such Extended Budget Period shall only be for reporting purposes.

4. The DIP ABL Loan Parties shall comply with the reporting and information requirements of decretal paragraph 19(e)(ii) of the Final DIP Order, including the provision, on a weekly basis, of Rolling Budgets, Weekly Flash Reporting Packages and Budget Variance Reports.

5. Except as otherwise set forth herein, the Final DIP Order shall remain in full force and effect.

6. The rights of all Parties with respect to the Motion, the Joinders thereto, the Objection and the Reply are expressly reserved.

7. This Stipulation contains the entire understanding of the Parties with respect to the matters set forth herein and supersedes any prior oral or written agreements or understandings among them concerning its subject matter.

8. This Stipulation may be amended or modified only by a written instrument signed by all of the Parties hereto, or by further order of the Bankruptcy Court.

9. This Stipulation shall be governed by, and construed in accordance with, the laws of the State of New York, except to the extent that the Bankruptcy Code, 11 U.S.C. § 101 et. seq. applies, without regard to principles of conflicts of law that would require the application of laws of another jurisdiction.

10. This Stipulation may be executed in one or more counterparts, including facsimile or electronic counterparts, all of which together shall constitute one and the same instrument.

11. Each of the undersigned counsel represents that it has the authority to execute and deliver this Stipulation on behalf of its respective client.

12. The Bankruptcy Court shall retain jurisdiction to resolve any disputes or controversies arising from this Stipulation.

IN WITNESS WHEREOF, this Stipulation has been executed and delivered as of the date first above written.

Dated: New York, New York
June 7, 2019

SEYFARTH SHAW LLP

WEIL, GOTSHAL & MANGES LLP

By: /s/ Edward M. Fox
Edward M. Fox

*Attorneys for Wilmington Trust,
National Association, as indenture
trustee and collateral agent*
620 Eighth Avenue
New York, NY 10018
Direct Dial: (212) 218-4646
Direct Fax: (917) 344-1339
Email: emfox@seyfarth.com

By: /s/ Sunny Singh
Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail
Sunny Singh
*Attorneys for Debtors and Debtors in
Possession*
767 Fifth Avenue
New York, NY 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

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CLEARY GOTTlieb STEEN &
HAMILTON LLP

MILBANK LLP

By: /s/ Sean O'Neal

Sean A. O'Neal
Luke A. Barefoot
Katherine R. Lynch
Attorneys for ESL
One Liberty Plaza
New York, NY 10006
Telephone: (212) 225-2000
Facsimile: (212) 225-3999

By: /s/ Thomas Kreller

Eric R. Reimer (admitted pro hac vice)
Thomas R. Kreller (admitted pro hac vice)
Robert J. Liubicic
Attorneys for Cyrus Capital Partners, L.P.
2029 Century Park East, 33rd floor
Los Angeles, CA 90067

Andrew M. LeBlanc
1850 K Street, Suite 1100
Washington, DC 20006
Telephone: (202) 835-7500

Craig M. Price
55 Hudson Yards
New York, NY 10001
Telephone: (212) 530-5000
Facsimile: (212) 530-5219

SO ORDERED:

Hon. Robert D. Drain
United States Bankruptcy Judge

EXHIBIT A

Weekly Cash Flow Budget – Base Case (actualized through 6/1/19)

Retain Month	February			March			April			May			June			July					August	September	October	November	December	Total Case						
Budget Week	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25							
Forecast / Actual	ACT	ACT	ACT	ACT	ACT	ACT	ACT	ACT	ACT	ACT	ACT	ACT	ACT	ACT	ACT	ACT	FCST	FCST	FCST	FCST	FCST	FCST	FCST	FCST	FCST							
Week Ending	2/16/19	2/23/19	3/2/19	3/9/19	3/16/19	3/23/19	3/30/19	4/6/19	4/13/19	4/20/19	4/27/19	5/4/19	5/11/19	5/18/19	5/25/19	6/1/19	6/8/19	6/15/19	6/22/19	6/29/19	7/6/19	7/13/19	7/20/19	7/27/19	8/3/19							
CASH RECEIPTS																																
Wave 3 GOB Inflow s	\$5	\$17	\$14	\$11	\$9	\$2	\$0	\$0	(\$0)	\$0	\$0	(\$0)	\$0	\$0	(\$0)	\$0	\$-	\$9	\$-	\$-	\$-	\$-	\$-	\$-	\$-	\$-	\$68					
Cash In Transit Proceeds	9	-	-	-	-	-	3	-	-	-	-	-	-	-	-	-	-	20	-	-	-	-	-	-	-	-	32					
Cash from Israel	-	-	-	-	3	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	3					
Credit Card Receivables	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	15	-	-	-	-	-	-	-	-	15					
Cash In Stores	9	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	9					
Real Estate Asset Sales	-	4	5	-	-	-	-	-	3	-	2	2	-	-	-	-	-	5	-	17	-	-	-	-	-	-	37					
Excess Inventory Proceeds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	6	-	-	-	-	-	-	-	-	6					
ESL Closing Proceeds	35	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	35					
TSA Proceeds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0	0	-	-	-	-	-	-	-	1					
SHIP Deposit	-	-	-	5	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	5					
Utility Deposit	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	10	-	-	-	-	10					
Hoffman Estates Tax Credit	-	-	-	-	-	-	-	-	-	-	-	-	-	3	-	-	-	-	-	-	-	3	-	-	-	-	6					
Calder Statue	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	4	-	4					
Pro-Rated Rent	-	-	-	-	-	-	5	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	16					
ESL Severance Assumption ⁽¹⁾	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	13					
ESL 503b9 Assumption	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	139					
Other Proceeds	-	-	-	-	-	-	-	0	0	0	0	0	0	0	0	1	0	-	-	-	-	-	-	-	-	-	1					
Total Oldco Receipts	\$58	\$22	\$19	\$15	\$13	\$2	\$8	\$0	\$3	\$0	\$2	\$2	\$0	\$3	\$1	\$0	\$0	\$67	\$-	\$17	\$-	\$-	\$-	\$13	\$-	\$4	\$-	\$400				
CASH DISBURSEMENTS																																
OldCo Accrued Payroll & Benefits	(\$29)	(\$14)	\$-	\$-	\$-	\$-	\$-	\$-	\$-	\$-	\$-	\$-	\$-	\$-	\$-	\$-	\$-	\$-	\$-	\$-	\$-	\$-	\$-	\$-	\$-	\$-	(\$42)					
Taxes	-	(5)	(7)	-	(0)	(4)	-	-	(0)	(0)	(0)	(2)	-	-	(0)	(0)	-	-	-	-	-	-	-	-	-	-	(19)					
GOB Operating Costs ⁽¹⁾	-	-	(6)	(6)	(3)	(1)	(3)	(4)	-	-	-	(3)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(26)					
Professional Fee Carve Out Funding ⁽²⁾	-	-	(20)	-	(15)	-	(7)	-	-	-	-	-	-	(19)	(1)	(8)	(1)	(3)	(3)	(3)	(2)	(2)	(2)	(2)	(2)	(5)	(104)					
Post-Petition Payables	-	-	-	-	-	-	(1)	-	-	-	-	-	-	-	-	-	-	(13)	-	-	-	-	-	-	-	-	(14)					
503(b)(9) Claims	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(181)					
TSA Disbursements	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(1)	-	-	-	-	-	-	-	-	(1)					
Franchise Tax	-	-	-	(0)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(3)	-	-	-	-	-	-	(3)					
Severance & WARN	-	-	-	-	-	(1)	-	-	-	(1)	(1)	(8)	-	-	-	-	-	(2)	-	-	-	-	-	-	-	-	(13)					
US Trustee Fees	-	-	-	-	-	-	-	-	-	-	-	-	(0)	(2)	-	-	-	-	-	-	-	-	(1)	-	-	-	(3)					
Board Fees	-	-	-	(0)	-	(0)	-	(0)	(0)	-	-	(0)	-	-	-	-	(1)	-	-	(0)	-	-	(0)	-	(0)	(0)	(2)					
Net Prepaid Inventory Shortfall	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(55)					
Other Potential Liabilities	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(15)	-	-	-	-	-	-	(15)					
Other Liabilities and Expenses	(1)	(0)	(0)	-	(0)	(1)	-	(0)	(3)	(1)	-	(1)	(0)	(1)	(0)	(0)	-	-	-	-	-	-	-	-	-	-	(9)					
Total OldCo Disbursements	(\$29)	(\$19)	(\$33)	(\$6)	(\$18)	(\$7)	(\$10)	(\$4)	(\$4)	(\$2)	(\$9)	(\$6)	(\$2)	(\$20)	(\$2)	(\$8)	(\$2)	(\$18)	(\$3)	(\$20)	(\$2)	(\$2)	(\$2)	(\$3)	(\$2)	(\$5)	(\$6)	(\$486)				
PASS-THROUGH RECEIPTS																																
New Co Payroll Remittance	\$5	\$11	\$26	\$23	\$28	\$24	\$27	\$23	\$23	\$29	\$25	\$33	\$-	\$-	\$-	\$-	\$-	\$-	\$-	\$-	\$-	\$-	\$-	\$-	\$-	\$-	\$276					
New Co Licensing Remittance	5	3	3	3	3	4	4	3	3	3	4	4	3	4	5	3	3	3	3	3	3	3	3	3	3	3	66					
Total Pass-Through Receipts	\$10	\$14	\$29	\$26	\$31	\$27	\$31	\$26	\$26	\$32	\$29	\$37	\$3	\$4	\$5	\$3	\$3	\$3	\$3	\$3	\$3	\$3	\$3	\$3	\$3	\$3	\$3	\$343				
PASS-THROUGH DISBURSEMENTS																																
New Co Payroll	(\$5)	(\$11)	(\$26)	(\$23)	(\$28)	(\$24)	(\$27)	(\$23)	(\$23)	(\$29)	(\$25)	(\$33)	\$-	\$-	\$-	\$-	\$-	\$-	\$-	\$-	\$-	\$-	\$-	\$-	\$-	\$-	(\$276)					
Licensing Payments For New Co	(5)	(3)	(3)	(3)	(3)	(4)	(4)	(3)	(3)	(3)	(4)	(4)	(3)	(4)	(5)	(3)	(3)	(3)	(3)	(3)	(3)	(3)	(3)	(3)	(3)	(3)	(66)					
Total Pass-Through Disbursemen	(\$10)	(\$14)	(\$29)	(\$26)	(\$31)	(\$27)	(\$31)	(\$26)	(\$26)	(\$32)	(\$29)	(\$37)	(\$3)	(\$4)	(\$5)	(\$3)	(\$3)	(\$3)	(\$3)	(\$3)	(\$3)	(\$3)	(\$3)	(\$3)	(\$3)	(\$3)	(\$3)	(\$343)				
Net Cash Flow																																
	28	2	(14)	9	(5)	(5)	(2)	(4)	(1)	(2)	(6)	(5)	(2)	(17)	(1)	(8)	(2)	50	(3)	(4)	(2)	(2)	(2)	11	(2)	(1)	(6)	(89)	(0)	(0)	(86)	
Beginning Available Cash	\$93	\$121	\$123	\$109	\$118	\$113	\$108	\$106	\$102	\$101	\$99	\$93	\$88	\$86	\$69	\$68	\$59	\$57	\$107	\$105	\$101	\$99	\$96	\$94	\$105	\$102	\$102	\$102	\$96	\$7	\$7	\$93
Change In Available Cash	28	2	(14)	9	(5)	(5)	(2)	(4)	(1)	(2)	(6)	(5)	(2)	(17)	(1)	(8)	(2)	50	(3)	(4)	(2)	(2)	(2)	11	(2)	(1)	(6)	(89)	(0)	(0)	(86)	
Ending Available Cash	\$121	\$123	\$109	\$118	\$113	\$108	\$106	\$102	\$101	\$99	\$93	\$88	\$86	\$69	\$68	\$59	\$57	\$107	\$105	\$101	\$99	\$96	\$94	\$105	\$102	\$102	\$96	\$7	\$7	\$7	\$7	
ENDING CASH BALANCES																																
OldCo Operating Accounts	\$28	\$31	\$16	\$21	\$15	\$11	\$9	\$5	\$11	\$9	\$0	\$9	\$7	\$5	\$4	\$3	\$1	\$46	\$43	\$23	\$21	\$18	\$16	\$26	\$24	\$24	\$17	\$-	\$-	\$-	\$-	
Consignment Accounts	4	4	4	4	4	4	4	4	4	4	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	
Wind-Down Account	88	88	88	93	93	93	93	93	86	86	88	74	74	59	59	51	51	57	57	74	74	74	74	74	74	74	2	2	2	2	2	
Professional Fee Carve Out Account	111	105	109	105	114	100	96	92	89	84	66	61	54	67	68	73	71	70	70	69	69	68	67	67	66	58	52	-	-	-	-	
Total Cash	\$231	\$227	\$217	\$222	\$226	\$208	\$201	\$194	\$190	\$183	\$159	\$149	\$139	\$136	\$136	\$132	\$128	\$177	\$174	\$170	\$167	\$164	\$161	\$171	\$168	\$160	\$148	\$7	\$7	\$7	\$7	

- (1) All GOB expenses from week 9 – week 11 are assumed to be severance (2-weeks after the final store closure)
(2) ~\$104mm of total funding represents ~\$107mm of total accrual from February 2019 to October 2019 less ~\$10mm of accruals for the 1st week of February less ~\$2mm Lazard accrual plus ~\$9mm under funded balance for the week ending 2/9